

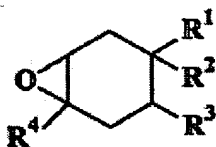
AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior revisions, and listings, of claims in the application.

Listing of Claims:

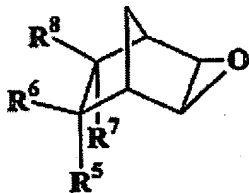
1. (Currently Amended) A functional fluid composition that generates reduced levels of carboxylic acid during use comprising:

- (a) a base stock comprising a phosphate ester, and
- (b) at least one acid scavenger selected from
 - (i) epoxides of the formula



(I)

- (ii) epoxides of the formula

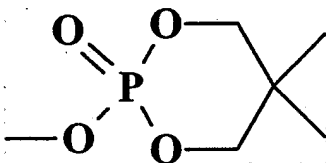


(II), or

- (iii) mixtures thereof;

wherein R^1 , R^2 and R^3 are independently selected from H, $-(CH_2)_n-R$ and $-C(O)-R^{12}$, and wherein one or two of R^1 , R^2 and R^3 are $-C(O)-R^{12}$ or $-(CH_2)_n-R$; R^4 is selected from H or $-CH_3$; and R^5 , R^6 , R^7 and R^8 are independently selected from H, $-(CH_2)_n-R$ and $-C(O)-R^{12}$, and wherein up to one or two of R^5 , R^6 , R^7 and R^8 are $-C(O)-R^{12}$ or $-(CH_2)_n-R$;

wherein R is selected from H, an arylalkyl group having 7 to 12 carbon atoms, $-O-R^{10}$, $-O-R^9-O-R^{10}$,



, or $-Si(OR^{11})_3$; R^{12} is an arylalkyl group having 7 to 12 carbon atoms, n is an integer from 1 to 4, R^9 is an alkylene group having 2 to 6 carbon atoms, R^{10} is selected from phenyl and arylalkyl group having from 7 to 12 carbon atoms, R^{11} is an alkyl group having 1 to 8 carbon atoms.

2.(Original) The composition of claim 1 wherein said acid scavenger is an epoxide of formula (I).

3. (Currently Amended) The composition of claim 2 wherein one of R^1 , R^2 and R^3 is $-C(O)-R^{12}$ or $-(CH_2)_n-R$.

4. (Cancelled)

5.(Previously Presented) The composition of claim 4 wherein R is selected from phenyl and an arylalkyl group having 7 to 12 carbon atoms, $-O-R^{10}$, $-O-R^9-O-R^{10}$.

6. (Original) The composition of claim 5 wherein n is 1.

7. (Currently Amended) The composition of claim 2 wherein R^1 and R^2 are $-C(O)-R^{12}$ or $-(CH_2)_n-R$.

8. (Cancelled)

9.(Previously Presented) The composition of claim 8 wherein R is an arylalkyl group having 7 to 12 carbon atoms, $-O-R^{10}$, $-O-R^9-O-R^{10}$.

10. (Original) The composition of claim 9 wherein n is 1.

11. (Currently Amended) The composition of claim 2 wherein R^1 and R^3 is are $-C(O)-R^{12}$ or $-(CH_2)_n-R$.

12. Cancelled.

13. (Cancelled)

14. (Original) The composition of claim 2 wherein R^4 is H.

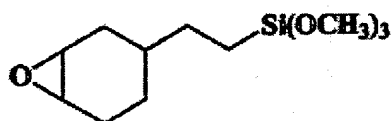
15. (Original) The composition of claim 1 wherein said acid scavenger is an epoxide of formula (II).

16. (Currently Amended) The composition of claim 15 wherein one of R^5 , R^6 , R^7 and R^8 is $-C(O)-R^{12}$ or $-(CH_2)_n-R$.

17. (Cancelled)

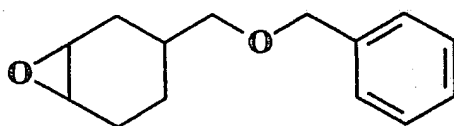
18. (Cancelled)

19. (Original) The composition of claim 1 wherein said acid scavenger is



20. (Cancelled)

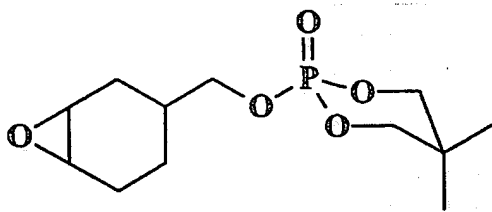
21. (Original) The composition of claim 6 wherein said acid scavenger is



22. (Cancelled)

23. (Cancelled)

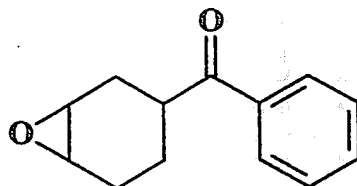
24. (Original) The composition of claim 1 wherein said acid scavenger is:



25. (Cancelled)

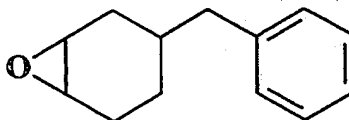
26. (Cancelled)

27. (Original) The composition of claim 3 wherein said acid scavenger is



28. (Cancelled)

29. (Original) The composition of claim 6 wherein said acid scavenger is:



30-62 (Cancelled)